

REQUEST FOR INFORMATION

Optimization of the John A. Volpe National Transportation Systems Center
and Private-Sector Development Opportunity

55 Broadway

Cambridge, Massachusetts

Responses Due By October 10, 2014



U.S. General Services Administration
Public Buildings Service
Real Property Utilization and Disposal
10 Causeway Street
Boston, MA 02222



U.S. Department of Transportation
John A. Volpe National Transportation Systems Center
55 Broadway
Cambridge, MA 02142

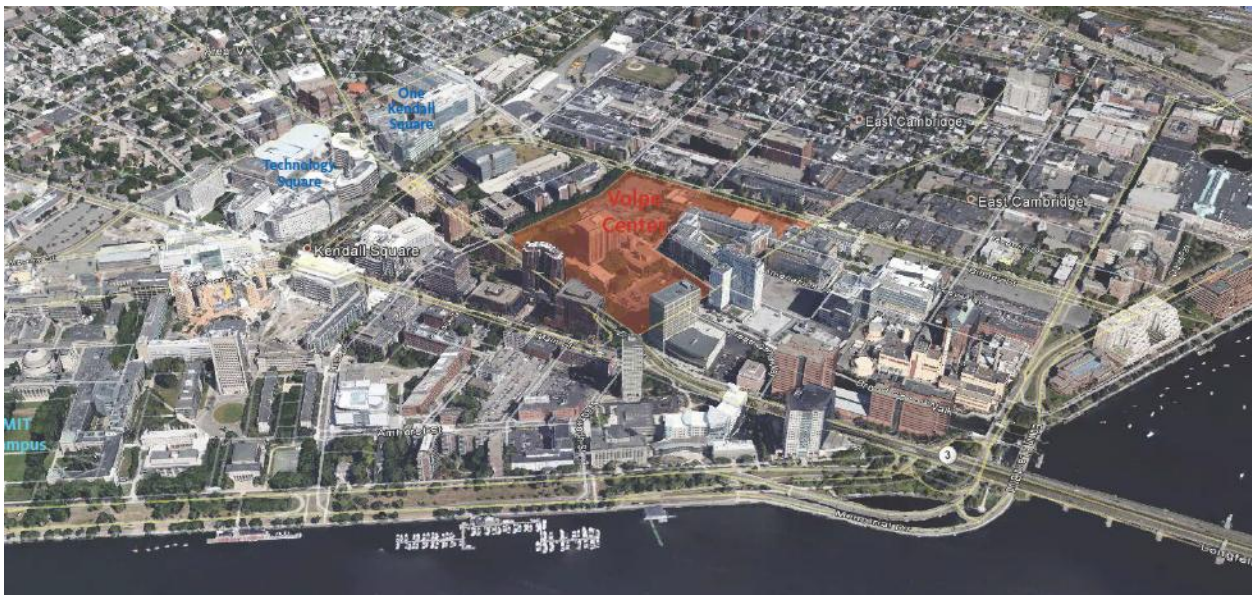


TABLE OF CONTENTS

I. OVERVIEW	3
II. PROPERTY DESCRIPTION	4
III. POSSIBLE TRANSACTION STRUCTURE	7
IV. STATEMENT OF LIMITATIONS	9
V. ADDITIONAL INFORMATION	10
VI. SUBMISSION OF RESPONSES	10
VII. REQUEST FOR INFORMATION QUESTIONNAIRE	11

I. OVERVIEW

The U.S. General Services Administration (GSA), in consultation with the U.S. Department of Transportation (DOT), is considering new approaches to leverage existing assets and engage the private sector to strengthen its real property portfolio. GSA and DOT are collectively referred to in this Request for Information (RFI) as the Government.

The property that is the subject of this RFI is located at 55 Broadway in Cambridge, Massachusetts and further described in Section II below (the Property). The Property is occupied by the John A. Volpe National Transportation Systems Center (the Volpe Center). Through this RFI, the Government is exploring potential strategies that may foster the conveyance of portions of the Property (the Exchange Parcel(s)) out of federal ownership, in exchange for consideration in the form of construction and/or renovation services on a retained portion of the Property.

The Government's key strategic objectives related to the optimization of the Property include:

- Acquire a turnkey state-of-the-art facility for the Volpe Center (the New Facility) on the Property;
- Leverage the expertise of the real estate industry to optimize the balance of the Property for new market-driven use(s);
- Maximize financial return to the government and taxpayers; and
- Minimize impact on operations and avoid need for any swing space or temporary relocation of operations.

The New Facility will be a single facility or connected facilities that contain up to 390,000 gross square feet (GSF) and parking spaces as appropriate to house up to 1,300 personnel. The New Facility will accommodate the following:

- Office operations including conference rooms and space for collaborative, joint-use activities, and special use space (i.e., fitness center, child care facility) (approximately 90%);
- Flexible, ground-level laboratory space to accommodate simulators and large vehicles and storage space (approximately 10%); and
- Public access to showcase the work of the Volpe Center.

The Government will provide greater detail on requirements for the New Facility prior to or as part of the issuance of any solicitation. The New Facility, however, will conform to the criteria and standards established in the *P-100 Facilities Standards for the Public Buildings Service*. These standards are available for download at <http://www.gsa.gov/portal/content/187611>. It is envisioned that this facility would require appropriate security features.

The Government is issuing this RFI to obtain responses from real estate developers, institutional landholders, construction entities, joint ventures, and other members of the development community (Respondents) who are potentially interested in acquiring the Exchange Parcel(s). The Government will use the information provided for planning purposes and for making strategic decisions regarding the future use of the Property.

In considering various alternatives, the Government may exercise GSA's authorities to exchange the Exchange Parcel(s) for cash, construction services or other real property, or any combination thereof.

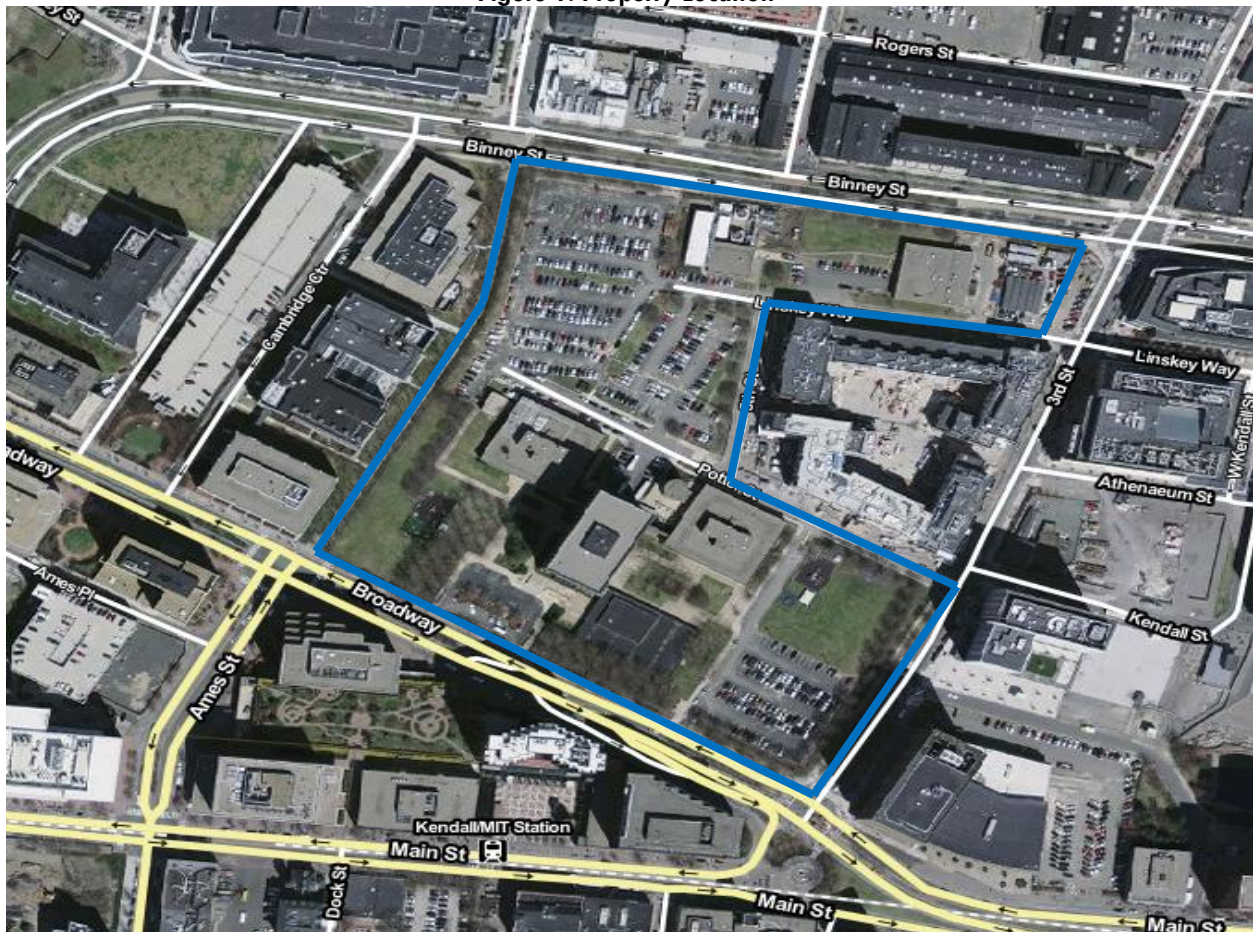
The Government will not enter into a sale or exchange agreement as a result of this RFI. After review of the responses, the Government will determine if there is the breadth and depth of interest from Respondents to proceed with an open, competitive solicitation. If the Government determines through its review that an exchange transaction is not in its best interest, then the Government may explore other options for the Property.

The Government invites Respondents to submit ideas that could assist it in attaining its objectives. The Government will not reimburse Respondents for any expenses associated with responding to this RFI, though the Government sincerely appreciates Respondents' efforts and input. For additional information on the submission process, see Sections VI and VII of this RFI.

II. PROPERTY DESCRIPTION

The Property is located at 55 Broadway in the Kendall Square neighborhood of Cambridge, Massachusetts. It comprises approximately 14 acres of land and houses the Volpe Center in six (6) buildings with a total approximate gross floor area of 375,000 GSF. The Property also contains two (2) surface parking lots and open, landscaped land. The Property has extensive frontage along Binney Street to the north, Third Street to the east and Broadway to the south. A pedestrian walkway directly abuts the western boundary of the Property.

Figure 1: Property Location

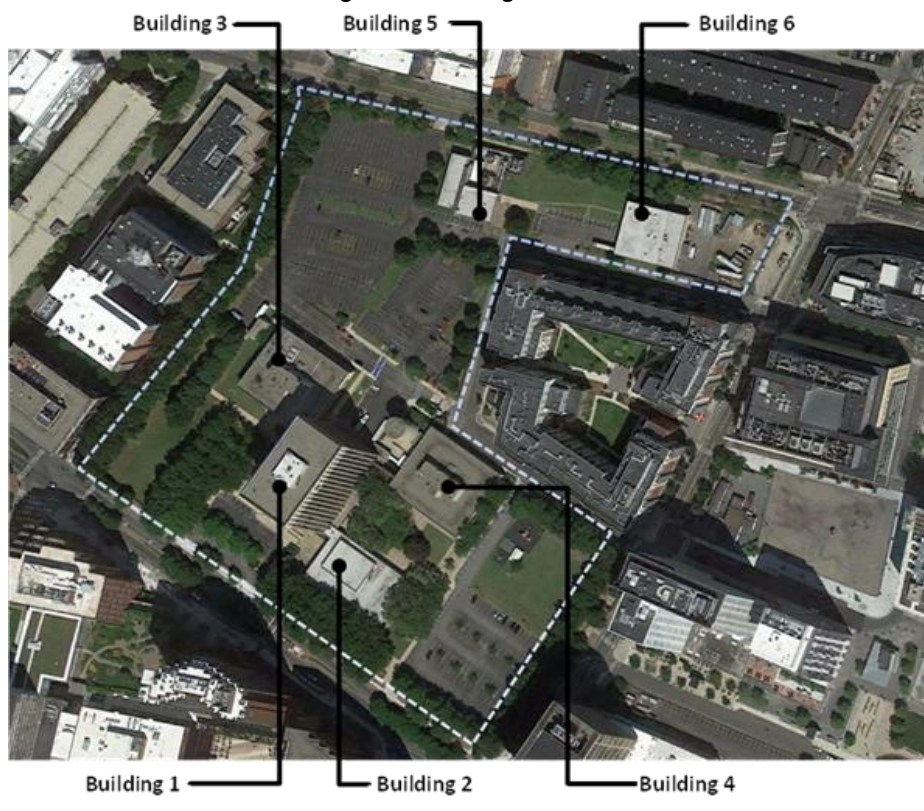


The following table contains general descriptions of the above-referenced six (6) buildings located on the Property, which were constructed between 1966 to 1969:

Table 1: Building List

Building	Description
Building 1 (Main Building)	<ul style="list-style-type: none"> Thirteen-story structure with a gross area of approximately 211,654 GSF (each floor approximately 16,000 GSF) Concrete frame with concrete floors and buff brick exterior Uses include office, lab and cafeteria
Building 2	<ul style="list-style-type: none"> Single-story structure with a gross area of approximately 21,970 GSF Concrete frame and brick masonry walls Uses include office, auditorium and fitness center
Building 3	<ul style="list-style-type: none"> Three-story structure with a gross area of approximately 67,977 GSF Reinforced concrete structure with an adjoining high bay Uses include office and lab space
Building 4	<ul style="list-style-type: none"> Two-story structure with a gross area of approximately 46,899 GSF Reinforced concrete structure with an adjoining tower Uses include office, lab space, and library and daycare center.
Building 5	<ul style="list-style-type: none"> Freestanding, single-story structure with a gross area of approximately 13,856 GSF Provides mechanical support for the Property
Building 6	<ul style="list-style-type: none"> Freestanding, two-story reinforced concrete structure with a gross area of approximately 12,934 GSF Uses include office, lab space, and shipping and receiving

Figure 2: Building Locations



History

In 1964, the Cambridge Redevelopment Authority (CRA) began an urban renewal project known as the Kendall Square Urban Renewal Project (Mass. R-107). As a part of this renewal project, the CRA prepared and adopted an urban renewal plan providing for the clearance, redevelopment and future uses of the urban renewal area designated for the project. A large portion of the urban renewal area was designated for use by the National Aeronautics and Space Administration (NASA) for the construction of an Electronics Research Center.

In December 1969, NASA abandoned the project and its plans for an Electronic Research Center. NASA's interest in the site, however, was transferred to DOT for a transportation systems center effective July 1, 1970. The Volpe Center has occupied the Property since that time.

Existing Conditions of Improvements

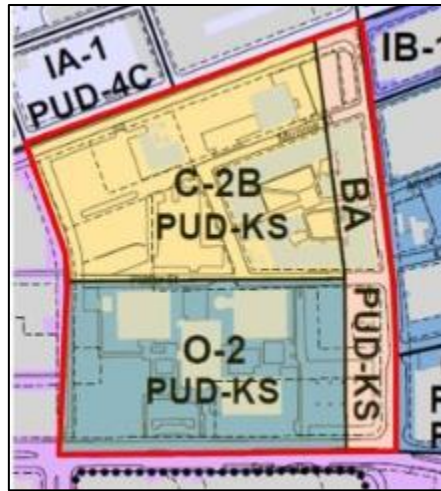
The Property has been well-maintained, although the buildings and infrastructure are in need of modernization.

Site Access/Transportation

Public transportation provides optimal access to the Property. The Kendall Square MBTA station is located within walking distance to the Property and bus routes serve the immediate area.

Zoning/Entitlements

- The Property lies within an area that the City of Cambridge (the City) rezoned in 2001 with both base district zoning and overlay district zoning. Currently, the following three base zoning districts are applicable to the Property:
 1. Residence C-2B District (C-2B)
 2. Office 2 District (O-2)
 3. Business A District (BA)
- In addition to the three base zoning districts, the Planned Unit Development – Kendall Square (PUD-KS) overlay district is also applicable to the Property. The intent of PUD-KS is to provide for the creation of a mixed-use district of high quality general and technical office and retail activity, with a significant component of residential uses.
- Detailed in the following zoning map is the specific location of each zoning district for the entire Property, as well as adjacent parcels not owned by the Government.

Figure 3: Area Zoning Map

- In 2013, the City completed a comprehensive planning study named the Kendall Square Central Square Planning Study (K²C² Study). The purpose of the study was to develop a vision for Central Square, Kendall Square, and the area South of Main Street that connects the two Squares. The zoning recommendations are under consideration by the City's Planning Board, prior to review by the City Council. The Kendall Square Final Report and the Kendall Square Design Guidelines can be found on the following City of Cambridge website: <http://www.cambridgema.gov/cdd/projects/planning/k2c2.aspx>
- The Government makes no representations with regard to the zoning information included in this RFI. Respondents should verify the present zoning and determine the permitted uses for any proposed future development.
- Respondents are also encouraged to contact the City's Community Development Department for zoning information and questions: Brian Murphy, Assistant City Manager for Community Development, 344 Broadway, Cambridge, MA 02139; bmurphy@cambridgema.gov; (617) 349-4600.

"AS-IS" Condition

- The Exchange Parcel(s) will be conveyed "AS-IS" and "WHERE-IS" without representation, warranty, or guaranty as to quantity, quality, title, character, condition, size, or kind, or that the same is in proper condition or fit to be used for the Respondent's intended purpose.
- Respondents must rely on their own independent research and conclusions for all development, financing, construction and operating costs.
- The deed to the Exchange Parcel(s) will contain the standard notice and covenants required by Section 120(h)(3)(A) of the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended (CERCLA) (42 U.S.C. §9620(h)(3)(A)) and the regulations at 40 CFR Part 373.

III. POSSIBLE TRANSACTION STRUCTURES

Under GSA authorities, GSA may convey real property through various means, including by sale, lease, exchange for other real property that better meets the Government's needs, or exchange for in-kind consideration, such as the performance of construction services. The Government is interested in using these authorities to obtain, at a minimum, the New Facility in exchange for the Exchange Parcel(s), and contemplates execution of a transaction structure that realizes this goal. A cash equalization payment to the Government may be required as part of any future solicitation.

The following are examples of possible transaction structures. The Government may consider other transaction structures as well.

1. Exchange for Renovation of Existing Building(s) on the Property

Under this approach, the Government would exchange portions of the Property for the design and renovation of certain existing building(s) located on the Property in combination with a cash payment to equalize value if necessary.

- In exchange for the design and renovation of an existing building or buildings on the Property, which would serve as the New Facility, the Government would offer title to the Exchange Parcel(s);
- The Government would evaluate offers and execute the exchange agreement;
- The selected offeror would provide design and renovation services; and
- GSA would convey the Exchange Parcel(s) to the selected offeror on a mutually agreed upon date following completion of the New Facility.

2. Exchange for New Facility on or proximate to the Property

Under this approach, the Government would exchange all or portions of the Property for the design and construction of a New Facility or exchange of an existing facility in combination with a cash payment to equalize value if necessary.

- In exchange for the design and construction of a New Facility or an existing facility, the Government would offer title to the Exchange Parcel(s).
- The Government would evaluate offers and execute the exchange agreement.
- The selected offeror would provide design and construction services; and
- The Government would convey the Exchange Parcel(s) to the offeror on a mutually agreed upon date following completion of the New Facility.

The following graphic provides an overview of how the exchange process would work.

1 <u>Solicitation</u>	2 <u>Exchange Agreement</u>	3 <u>Construction</u>	4 <u>Conveyance</u>
<ul style="list-style-type: none"> • Issue solicitation seeking proposals from entities interested in providing design and construction and related services for the New Facility • Review proposals and select preferred exchange partner 	<ul style="list-style-type: none"> • Execute exchange agreement with exchange partner 	<ul style="list-style-type: none"> • Exchange partner completes construction of the New Facility as required under exchange agreement 	<ul style="list-style-type: none"> • Convey Exchange Parcel(s) to exchange partner upon acceptance of the New Facility on a retained portion of Property

IV. STATEMENT OF LIMITATIONS

1. The Government represents that this RFI, submissions from Respondents to this RFI and any relationship between the Government and Respondents arising from or connected or related to this RFI, are subject to the specific limitations and representations expressed below, as well as the terms and conditions contained elsewhere in this RFI. By submitting a response to this RFI and without the need for any further documentation, the Respondents acknowledge and agree to the Government's rights and all other terms and conditions as set forth in the RFI, including the Statement of Limitations.
2. The Government reserves the right, in its sole discretion, without liability, to use any or all of the RFI responses in its planning efforts and to develop and operate the Property, in whole or in part, outside of the RFI process. The Government reserves the right to retain all the materials and information, and the ideas and suggestions therein, submitted in response to this RFI. All such material, information, ideas, and suggestions will become the property of the Government.
3. This RFI does not create an obligation on the part of the Government to enter into any agreement, nor to implement any of the actions contemplated herein, nor to serve as the basis for any claim whatsoever for reimbursement of any costs associated with the preparation of responses submitted to the RFI.
4. The submission of an RFI response is not required to participate in any potential future redevelopment process, nor does submission of a response preclude Respondents from participating in any future redevelopment of the Property.
5. To the best of the Government's knowledge, the information provided herein is accurate. However, the Government makes no representations or warranties whatsoever with respect to this RFI or the Property, including representations and warranties as to the accuracy of any information or assumptions contained in this RFI or otherwise furnished to Respondents by the Government, site and environmental conditions on the Property or the suitability of the Property, or any portion thereof, for any specific uses or development. Respondents should undertake appropriate investigation in preparation of submitting a response. A site inspection will be coordinated to give all Respondents the opportunity to examine existing conditions.

6. This RFI is issued solely for information and planning purposes and does not constitute a solicitation. A response to this notice is not an offer and cannot be accepted by the Government to form a binding contract.
7. The Government may request clarifying discussions with any or all of the Respondents on an individual or group basis. Submission of a response does not guarantee the opportunity to participate in the discussions.
8. No claims for brokers' fees will be paid by the Government.
9. Respondents submitting business information pursuant to this RFI should consult 41 C.F.R. part 105-60 and other implementing regulations concerning the release of such information to third parties under the Freedom of Information Act. All information submitted by Respondents that they consider confidential and not releasable to third parties outside of the Government, and its employees, agents, consultants, and representatives, must be clearly and conspicuously so marked.

V. ADDITIONAL INFORMATION

Pre-Submittal Briefing and Tour

The Government has scheduled a pre-submittal briefing and tour for interested parties on September 20, 2014 – time and location to be determined. To sign up for the briefing and tour, go to www.gsa.gov/volpecenter.

Project Inquiries

Questions regarding this RFI must be submitted by September 26, 2014 by email sent to volpeproject@gsa.gov.

Written questions must include the requestor's name, e-mail address, and the Respondent represented. Respondents also may ask questions during the pre-submittal conference. Regarding questions not received in a timely manner, the Government will decide, based on the amount of research needed to answer the question, whether an answer can be provided before the RFI due date.

A copy of all finalized questions and answers will be available at www.gsa.gov/volpecenter.

VI. SUBMISSION OF RESPONSES

All interested parties should submit electronically a cover sheet, company description and the attached completed questionnaire with appropriate supporting information clearly marked "Response to RFI – John A. Volpe National Transportation Systems Center" by 5:00 p.m. Eastern Time on October 10, 2014, to volpeproject@gsa.gov.

The Government would like to thank you in advance for reviewing this RFI and assisting us in our efforts to plan for the potential repositioning of this Property.

Response Format

1. Cover Sheet, including:
 - Company Name and Address
 - Company Representative Name and Contact Information, including telephone and e-mail
 - Signature of Representative
2. Brief description of the company; size of company; years in business; and type of entity.
3. Response to RFI items in numerical order followed by any additional materials (see Section VII. Request for Information Questionnaire).

Oral Presentations

The Government may seek to engage in follow-up discussions with any or all of the Respondents. The Government will arrange with the Respondents for the time, date and location of the discussions. The submission of a response does not guarantee the opportunity to participate in the discussions.

VII. REQUEST FOR INFORMATION QUESTIONNAIRE

1. Taking into consideration federal construction and setback requirements (see Section I above), describe where you would propose locating the New Facility on the Property or in close proximity to the existing Volpe campus location. Elaborate on why any specific location(s) would be optimal as compared to other locations.
2. Of the two examples of transaction structures discussed in Section III above, explain whether renovation of existing buildings or new construction would be preferable and why.
3. Are there possible transaction structures that could more effectively accomplish the goal of obtaining a new facility for the Volpe Center, other than the transaction structures described in Section III?
4. Describe your general financing strategy for the construction/renovation of the New Facility in light of the proposed transaction structure.
5. Would use of certain portions of the Property prior to conveyance enhance the financial viability of this transaction? How would receiving title to the Exchange Parcel(s) after completion of the required construction/renovation impact the transaction?
6. Identify any concerns or risks with the proposed transaction structures (Section III) that would affect your potential interest in the Property. Are there any concerns about market risk,

transaction timeline/phasing or any other key execution risks that could impede successful implementation of the proposed transaction structure?

7. What information would you need about the construction or renovation services that the Government seeks to receive as consideration for the exchange to prepare as part of your response to a solicitation?
8. Given the scope and scale of this development opportunity, what is an ideal length of time necessary to prepare a comprehensive and detailed response to any future solicitation that seeks to fulfill the strategic objectives stated in this RFI?
9. The City is contemplating new zoning for Kendall Square. Identify any concerns or advice regarding the adoption of new zoning for the Exchange Parcel(s).
 - a. What concerns, if any, do you have regarding entitlement risk? At what point in the entitlement process would the entitlement risk be sufficiently mitigated?
 - b. Explain whether any dimensional (height, FAR, setbacks, open space, etc.), use, parking or other requirements affect the viability of the transaction structures identified in this RFI. Do you have any recommendations related to possible future zoning of the Volpe Center site that you would like considered?
10. Do you have any concerns regarding the timing/schedule for the adoption of new zoning that would affect the Exchange Parcel(s)? What role or input would you ideally envision having in the adoption of new zoning?